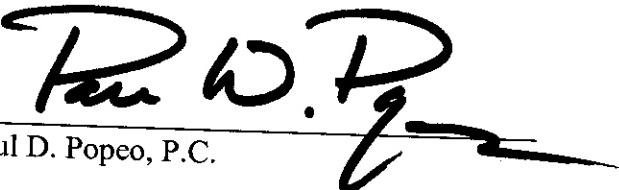


UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC. )  
 )  
 Plaintiff, )  
 )  
 v. ) C.A. No. 04-10353-PBS  
 )  
 VOICE SIGNAL TECHNOLOGIES, INC., )  
 LAURENCE S. GILLICK, ROBERT S. )  
 ROTH, JONATHAN P. YAMRON, and )  
 MANFRED G. GRABHERR )  
 )  
 Defendants. )  
 )

**LOCAL RULE 7.1(A)(2)**  
**CERTIFICATION OF COUNSEL**

Pursuant to Local Rule 7.1(A)(2), I hereby certify that on March 15, 2004, I conferred in good faith with counsel for plaintiff in an effort to resolve or narrow the issues raised in defendants' Motion to Dismiss, and that this conference failed to yield a resolution of those issues.

  
Paul D. Popeo, P.C.

Dated: March 15, 2004  
3669076\_1.DOC

I HEREBY CERTIFY THAT A TRUE COPY OF THE ABOVE DOCUMENT WAS SERVED UPON THE ATTORNEY OF RECORD FOR EACH OTHER PARTY BY ~~MAIL~~/HAND ON

DATE 3/15/04 SIGNATURE 